

RECORDATION NO. 27118 FILED

AUG 15 '07 -4 25 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 15, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of August 14, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Infinity Rail, LLC
c/o Infinity Asset Management, LLC as
Manager
817 West Peachtree Street, Suite M110
Atlanta, GA 30308

Lessee: Essroc Cement Corp.
3251 Bath Pike
Nazareth, PA 18064

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

60 boxcars within the series IFRX 1000 – IFRX 1073 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to Essroc Cement Corp. ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means Schedule No. 1 dated as of December 4, 2006, between Infinity Rail, LLC ("IR"), as lessor, and Essroc Cement Corp. ("Essroc"), as lessee (which incorporates the provisions of the Master Lease Agreement dated that same date between the same parties).

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Lessor)
c/o Infinity Asset Management, LLC as Manager
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

Essroc Cement Corp. (Lessee)
3251 Bath Pike
Nazareth, Pennsylvania 18064

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

Executed as of August 14, 2007.

INFINITY RAIL, LLC
By Infinity Asset Management, LLC as Manager

By: Jeffrey F. Edelman
Jeffrey F. Edelman, Vice President

Fulton County, Georgia

On August 14, 2007, before me personally appeared Jeffrey F. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.

Stephanie Cassman
Notary Public
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

Description of Railcars

Description of Cars: as built: 50 ft. 70-ton Plate B and C boxcars; as modified: 100-ton capacity 268,000 lb. GRL

Quantity: sixty (60) (The Lease Agreement contemplates that Lessor will lease to Lessee a total of 80 cars. The number of cars delivered and accepted to date is 60.)


Reporting marks and identifying numbers:

| Unit Count | Car Mark | Car Number | Previous Number | Previous Number | Unit Count | Car Mark | Car Number | Previous Number | Previous Number |
|------------|----------|------------|-----------------|-----------------|------------|----------|------------|-----------------|-----------------|
| 1 | IFRX | 1000 | ONT | 7801 | 31 | IFRX | 1030 | ONT | 7863 |
| 2 | IFRX | 1001 | ONT | 7802 | 32 | IFRX | 1031 | ONT | 7866 |
| 3 | IFRX | 1002 | ONT | 7803 | 33 | IFRX | 1032 | ONT | 7868 |
| 4 | IFRX | 1003 | ONT | 7809 | 34 | IFRX | 1033 | ONT | 7870 |
| 5 | IFRX | 1004 | ONT | 7810 | 35 | IFRX | 1034 | ONT | 7872 |
| 6 | IFRX | 1005 | ONT | 7812 | 36 | IFRX | 1035 | ONT | 7874 |
| 7 | IFRX | 1006 | ONT | 7814 | 37 | IFRX | 1036 | ONT | 7875 |
| 8 | IFRX | 1007 | ONT | 7815 | 38 | IFRX | 1037 | ONT | 7879 |
| 9 | IFRX | 1008 | ONT | 7816 | 39 | IFRX | 1038 | ONT | 7880 |
| 10 | IFRX | 1009 | ONT | 7819 | 40 | IFRX | 1039 | ONT | 7881 |
| 11 | IFRX | 1010 | ONT | 7820 | 41 | IFRX | 1040 | ONT | 7882 |
| 12 | IFRX | 1011 | ONT | 7821 | 42 | IFRX | 1041 | ONT | 7884 |
| 13 | IFRX | 1012 | ONT | 7822 | 43 | IFRX | 1042 | ONT | 7886 |
| 14 | IFRX | 1013 | ONT | 7827 | 44 | IFRX | 1043 | ONT | 7888 |
| 15 | IFRX | 1014 | ONT | 7828 | 45 | IFRX | 1044 | ONT | 7889 |
| 16 | IFRX | 1015 | ONT | 7830 | 46 | IFRX | 1045 | ONT | 7892 |
| 17 | IFRX | 1016 | ONT | 7832 | 47 | IFRX | 1046 | ONT | 7893 |
| 18 | IFRX | 1017 | ONT | 7833 | 48 | IFRX | 1047 | ONT | 7894 |
| 19 | IFRX | 1018 | ONT | 7835 | 49 | IFRX | 1048 | ONT | 7902 |
| 20 | IFRX | 1019 | ONT | 7836 | 50 | IFRX | 1049 | ONT | 7904 |
| 21 | IFRX | 1020 | ONT | 7838 | 51 | IFRX | 1050 | ONT | 7907 |
| 22 | IFRX | 1021 | ONT | 7840 | 52 | IFRX | 1051 | ONT | 7909 |
| 23 | IFRX | 1022 | ONT | 7846 | 53 | IFRX | 1061 | NOPB | 7242 |
| 24 | IFRX | 1023 | ONT | 7849 | 54 | IFRX | 1063 | ATW | 277207 |
| 25 | IFRX | 1024 | ONT | 7850 | 55 | IFRX | 1065 | ATW | 277214 |
| 26 | IFRX | 1025 | ONT | 7851 | 56 | IFRX | 1067 | ATW | 277228 |
| 27 | IFRX | 1026 | ONT | 7856 | 57 | IFRX | 1069 | ATW | 277236 |
| 28 | IFRX | 1027 | ONT | 7857 | 58 | IFRX | 1071 | ATW | 277241 |
| 29 | IFRX | 1028 | ONT | 7858 | 59 | IFRX | 1072 | ATW | 277246 |
| 30 | IFRX | 1029 | ONT | 7862 | 60 | IFRX | 1073 | ATW | 277248 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/15/07



Robert W. Alvord